

LINDELL BANK & TRUST COMPANY

The Bank of Personal Service

Member FDIC

6900 CLAYTON AVENUE
314 / 645-7700

2745 NO. GRAND BLVD.
314 / 652-6600

2 filing only
Reply to:

P.O. BOX 211
ST. LOUIS, MO
63166-0211

DEC 17 1993 - 11 40 AM

0100069036/18321-D

RECORDATION NO. 18321-C
FILED 1993

December 6, 1993
INTERSTATE COMMERCE COMMISSION

DEC 17 1993 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th & constitution Avenue N.W.
Washington, DC 20422
Attn: Mildred Lee

Re: Southern Illinois Railcar Company

Dear Ms. Lee:

We have enclosed two certified copies of the Sales Order and Bill of Sale. Also enclosed are two copies of our Security Agreement, notarized as specified. The names and addresses of the parties involved are as follows:

Seller: Helm Equipment Leasing Corporation
One Embarcadero Center
Suite 3500
San Francisco, CA 94111
Attn: President

Buyer: Southern Illinois Railcar Company
One Mark Twain Plaza, Suite 225
Edwardsville, IL 62025
Attn: Mr. Fred Parsons, President

Lender: Lindell Bank & Trust Company
P.O. Box 211
St. Louis, Mo 63166
Attn: James C. Seitz, Executive Vice President

Please be informed that the attached security agreement covers 78 cars (actually 77 cars - one has been scrapped). The 77 cars include 40 cars which we have already recorded our lien with you on July 23, 1993 (Recordation No. 18321), and the attached Bill of Sale for 37 cars. If you have any questions concerning this arrangement, please call me at (314) 645-7700.

Interstate Commerce Commission
December 6, 1993
Page 2

Finally, enclosed is our check in the amount of \$48.00 to cover the cost of recording. Please acknowledge receipt of these documents by signing the enclosed copy of this letter and returning it to me in the envelope provided, along with our recording information for this filing.

Thank you for your assistance with this filing.

Very truly yours,


James C. Seitz
Executive Vice President

JCS/bb
Enclosures

I hereby acknowledge receipt
of this letter and it's contents.

By: _____

Date: _____

18321-D
RECEIVED NO. FILED 1993

DEC 17 1993 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATION

I, the undersigned, on behalf of Southern Illinois Railcar Company, do hereby certify that the attached document is a true and accurate copy of a Bill of Sale given November 30, 1993, by Helm Equipment Leasing Corporation.

Date: Nov 30, 1993

SOUTHERN ILLINOIS RAILCAR COMPANY

By: Fred L. Parsons
Fred L. Parsons, President

18321-D
RECORDED IN FILED IN

DEC 17 1993 - 11 40 AM

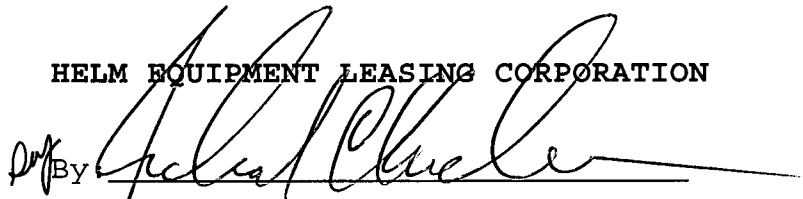
BILL OF SALE

INTERSTATE COMMERCE COMMISSION

HELM EQUIPMENT LEASING CORPORATION, (the "Seller"), for the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers and assigns to SOUTHERN ILLINOIS RAILCAR COMPANY (the "Buyer") all its rights, title and interest in and to the thirty-seven (37) covered hopper railcars, as more particularly described on Attachment A hereto (collectively the "Units"), "AS IS", "WHERE IS" and WITHOUT ANY WARRANTY BY SELLER, EXPRESS OR IMPLIED, AS TO THE CONDITION, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER WHATSOEVER RELATING TO THE UNITS.

Seller hereby warrants to Buyer that it has good title to the Units, free and clear of all claims, liens and encumbrances arising by or through Seller and that it has the right to sell same.

HELM EQUIPMENT LEASING CORPORATION

By 

Title: President

Date: November 30, 1993

ATTACHMENT A

To the Bill of Sale
Dated as of November 30, 1993

Equipment Description:

Thirty-seven (37), 4,000 cubic foot, 100-ton, roller bearing, triple pocket, covered hopper railcars

	<u>Old Unit</u>	<u>Number</u>	<u>New Unit</u>	<u>Number</u>
1.	BO	603982	SIRX	400211
2.	BO	603984	SIRX	400212
3.	CSXT	245177	SIRX	400165
4.	CSXT	245299	SIRX	400177
5.	CSXT	245751	SIRX	400158
6.	CSXT	246054	SIRX	400205
7.	CSXT	246063	SIRX	400161
8.	CSXT	246114	SIRX	400213
9.	SBD	245336	SIRX	400214
10.	SBD	245464	SIRX	400157
11.	SBD	245533	SIRX	400199
12.	SBD	245592	SIRX	400170
13.	SBD	245882	SIRX	400201
14.	SBD	246014	SIRX	400174
15.	SBD	246042	SIRX	400162
16.	SBD	246061	SIRX	400208
17.	SBD	246084	SIRX	400145
18.	SBD	246119	SIRX	400204
19.	SBD	246137	SIRX	400215
20.	SCL	240026	SIRX	400202
21.	SCL	240029	SIRX	400151
22.	SCL	240049	SIRX	400153
23.	SCL	240087	SIRX	400159
24.	SCL	240141	SIRX	400210
25.	SCL	240176	SIRX	400197
26.	SCL	240227	SIRX	400203
27.	SCL	240234	SIRX	400146
28.	SCL	240274	SIRX	400195
29.	SCL	240276	SIRX	400206
30.	SCL	240469	SIRX	400196
31.	SCL	240548	SIRX	400209
32.	SCL	240610	SIRX	400164
33.	SCL	240640	SIRX	400207
34.	SCL	240670	SIRX	400152
35.	SCL	240790	SIRX	400198
36.	SCL	240815	SIRX	400160
37.	WM	004589	SIRX	442724

STATE OF CALIFORNIA

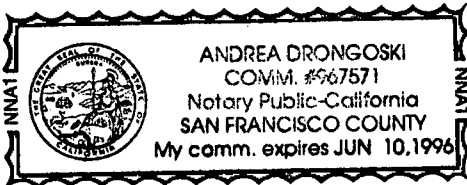
COUNTY OF SAN FRANCISCO

On Nov. 30, 1993, before me, Andrea Drongoski,
personally appeared Richard C. Kirchner, President of **HELM EQUIPMENT
LEASING CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.



Andrea Drongoski
SIGNATURE OF THE NOTARY